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(Requestor's Name)

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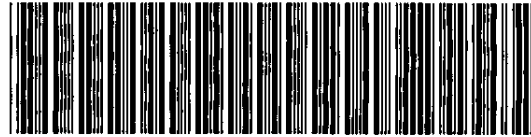
(Business Entity Name)

(Document Number)

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14 JUN 11 9:09
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JUN 11 2014

Merger

JUN 11 2014

R. WHITE

LAW OFFICES
DAVID M. PRESNICK, P.A.

Reply To:

David M. Presnick

Of Counsel:

Bradly Roger Bettin, Sr., P.A.

E-Mail: david@presnicklaw.com

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Cocoa, Florida 32922
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May 27, 2014

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Merger of Premier Development, Inc., a Florida corporation into Southwoods Enterprises, LLC, a Florida limited liability company

Dear Ladies and Gentlemen:

Enclosed for filing is Articles of Merger in regard to the above two (2) entities. The surviving entity will be Southwoods Enterprises, LLC, a Florida limited liability company.

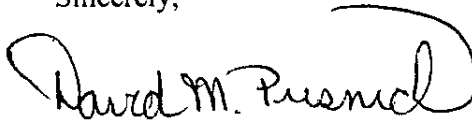
In addition is our check in the amount of \$122.50 to cover the filing fee as follows:

|    |                                      |          |
|----|--------------------------------------|----------|
| 1. | Articles of Merger for two entities: | \$ 70.00 |
| 2. | Certified copy of Articles:          | \$ 52.50 |
|    | Total                                | \$122.50 |

We appreciate it if you would send the certified Articles of Merger to the undersigned at the address listed above.

Should you have any questions regarding the foregoing, please call.

Sincerely,

  
David M. Presnick

cc: Mansoor Ghaneie

**ARTICLES OF MERGER  
OF  
PREMIER DEVELOPMENT, INC.  
INTO  
SOUTHWOODS ENTERPRISES, LLC**

FILED  
14 JUL 2014 3:08  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER** between **PREMIER DEVELOPMENT, INC.**, a Florida corporation and **SOUTHWOODS ENTERPRISES, LLC**, a Florida limited liability company.

Pursuant to §607.1108 and §605.1025, Florida Statutes, Premier Development, Inc. and Southwoods Enterprises, LLC adopt the following Articles of Merger.

**ARTICLE I**

The Agreement and Plan of Merger dated May 27, 2014, (the "Plan of Merger") between Premier Development, Inc., a Florida corporation and Southwoods Enterprises, LLC, a Florida limited liability company was approved and adopted by both the sole shareholder and the sole member of the Board of Directors of Premier Development, Inc. on May 27, 2014, in accordance with the applicable provisions of Chapter 607 of the Florida Statutes, and was approved and adopted by the sole Manager and Members of Southwoods Enterprises, LLC on May 27, 2014, in accordance with the applicable provisions of Chapter 605 of the Florida Statutes.

**ARTICLE II**

Pursuant to the Plan of Merger, all issued and outstanding shares of stock of Premier Development, Inc. will be acquired by means of a merger of Premier Development, Inc. into Southwoods Enterprises, LLC, the surviving entity (the "Merger").

**ARTICLE III**

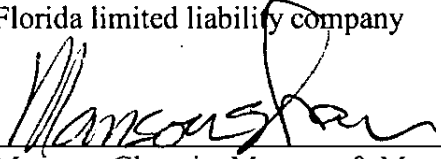
The Plan of Merger is attached hereto as Exhibit "A" and incorporated herein by this reference.

**ARTICLE IV**

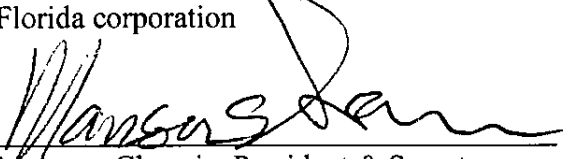
Pursuant to §607.1108(4)(b) and §605.1025, Florida Statutes, the effective date of the Merger shall be the date of filing of the Articles of Merger with the Department of State.

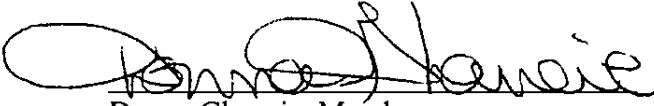
IN WITNESS WHEREOF, the parties have set their hands this 27<sup>th</sup> day of May, 2014.

**SOUTHWOODS ENTERPRISES, LLC, a**  
Florida limited liability company

  
Mansoor Ghaneie, Manager & Member

**PREMIER DEVELOPMENT, INC., a**  
Florida corporation

  
Mansoor Ghaneie, President & Secretary

  
Donna Ghaneie, Member

**AGREEMENT AND PLAN OF MERGER  
OF  
PREMIER DEVELOPMENT, INC.  
INTO  
SOUTHWOODS ENTERPRISES, LLC**

THIS AGREEMENT AND PLAN OF MERGER is made this 27<sup>th</sup> day of May, 2014, by and between **SOUTHWOODS ENTERPRISES, LLC**, a Florida limited liability limited company (the "Surviving Organization") and **PREMIER DEVELOPMENT, INC.**, a Florida corporation (the "Disappearing Organization").

**WITNESSETH:**

**WHEREAS**, the sole shareholder and the sole Member of the Board of Directors of the Disappearing Organization has determined that it is advisable that the Disappearing Organization be merged into the Surviving Organization (the "Merger") upon the terms, and subject to the conditions set forth in this Plan of Merger (the "Plan");

**WHEREAS**, the Members of the Surviving Organization have determined that it is advisable that the Disappearing Organization be merged into the Surviving Organization, on the terms and conditions herein set forth; and

**WHEREAS**, this Merger is being effected pursuant to this Plan and in accordance with §607.1108; §608.438 and §605.1021 of the Florida Statutes.

**NOW, THEREFORE**, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties hereto agree as follows:

1. Articles of Organization. The Articles of Organization of the Surviving Organization in effect immediately prior to the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Organization of the Surviving Organization from and after the Effective Date until further amended as permitted by law.

2. Conversion of Interest. Upon the Effective Date, each share of stock in the Disappearing Organization existing at that time shall be converted into one (1) membership unit of the Surviving Organization in accordance with this Plan. Each Membership unit of the Surviving Organization that is issued and outstanding on the Effective Date shall continue as an outstanding membership unit of the Surviving Organization.

3. Satisfaction of Rights of the Disappearing Organization's Shareholders. All membership units of the Surviving Organization into which shares of stock in Disappearing Organization shall have been converted and become exchangeable for pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Fractional Membership Interest. Fractional membership units of the Surviving Organization's membership units, if any, will not be issued.

5. Management. The Surviving Organization is a Florida limited liability company and management thereof is vested in one or more Managing Managers. The name and address of the managing Manager of the Surviving Organization are as follows:

Mansoor Ghaneie, Managing Manager  
100 Crispin Street  
Merritt Island, Florida 32952

6. Effect of Merger. On the Effective Date, the separate existence of the Disappearing Organization shall cease, and the Surviving Organization shall be fully vested in the Disappearing Organization's rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.11101 and §605.1026(1) of the Florida Statutes.

7. Supplemental Action. If, at any time after the Effective Date, the Surviving Organization shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further actions is necessary or desirable to carry out the provisions of this Plan, the appropriate authorized representatives of the Surviving Organization or the Disappearing Organization, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Organization, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vers, perfect, confirm, or record such title thereto in the Surviving Organization, or to otherwise carry out the provisions of this Plan.

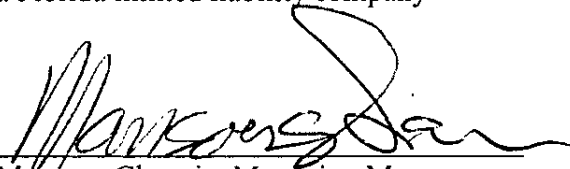
8. Filing with the Florida Department of State and Effective Date. Upon execution of this Plan, the Disappearing Organization and the Surviving Organization shall cause their respective authorized representatives to execute a Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, the Surviving Organization shall deliver for filing such Articles of Merger to the Florida Department of State. In accordance with §607.1108 and §605.1025 of the Florida Statutes, the Articles of Merger shall specify the "Effective Date," which shall be the date of filing of the Articles of Merger.

9. Termination. At any time before the Effective Date this Plan may be terminated and the Merger abandoned by mutual consent of the shareholders of the Disappearing Organization and the Managing Member of the Surviving Organization, notwithstanding favorable action by the Managing Member of the Surviving Organization.

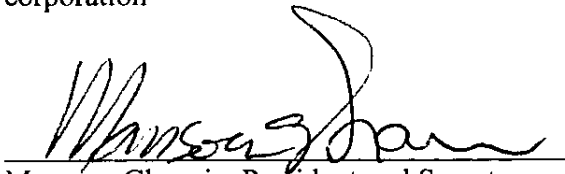
10. Consent. The sole shareholder and sole member of the Board of Directors of the Disappearing Organization and each and every Member of the Surviving Organization has consented to this Merger.


IN WITNESS WHEREOF, the parties have set their hands this 27<sup>th</sup> day of May, 2014.

**SOUTHWOODS ENTERPRISES, LLC,**  
a Florida limited liability company

  
Mansoor Ghaneie, Managing Manager

**PREMIER DEVELOPMENT, INC.,** a Florida  
corporation

  
Mansoor Ghaneie, President and Secretary

  
Donna Ghaneie, Member